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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 1, 1999

Op. L.
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO.

FILED

JUL 1 '99

12-10PM

22209-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Termination of Security Agreement, dated as of July 1, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Railcar Security Agreement which was previously filed with the Board under Recordation Number 22209.

The names and addresses of the parties to the enclosed document are:

Secured Party: Johnstown America Corporation
17 John Street
Johnstown, Pennsylvania 15901

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is:

set forth on Schedule I to the Termination

Mr. Vernon A. Williams
July 1, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 22209-A
FILED
JUL 1 '99 12-10PM

TERMINATION OF SECURITY AGREEMENT

THIS TERMINATION OF SECURITY AGREEMENT is made this 1 day of July, 1999, by and between JOHNSTOWN AMERICA CORPORATION ("JAC"), and HELM FINANCIAL CORPORATION ("DEBTOR").

WHEREAS, JAC and DEBTOR are parties to a Railcar Security Agreement, dated as of June 24, 1999 (the "Security Agreement"); and

WHEREAS, the Security Agreement created a lien and security interest in favor of JAC in and to the railcars described on Schedule 1 attached hereto (the "Equipment"); and

WHEREAS, the Security Agreement was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on June 25, 1999, at 1:00 p.m. and given Recordation Number 22209; and,

WHEREAS, JAC and DEBTOR desire to terminate and cancel the Security Agreement and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, JAC and DEBTOR, intending to be legally bound, agree as follows:

1. JAC and DEBTOR hereby terminate and cancel the Security Agreement, effective as of the date this Termination of Security Agreement is filed with the STB, and JAC and DEBTOR hereby agree that no rights, duties or liabilities under the Security Agreement shall survive such termination and cancellation of the Security Agreement, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the date hereof.
2. The parties agree to record this Termination of Security Agreement with the STB so as to release any lien against the Equipment created by or arising out of the Security Agreement.
3. This Termination of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

IN WITNESS WHEREOF, JAC and DEBTOR have caused this Termination of Security Agreement to be executed as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By Michael P. Lufkin
Its: CONTRACT ADMINISTRATOR

HELM FINANCIAL CORPORATION

By [Signature]
Its: President

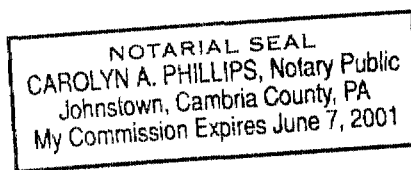
STATE OF PENNSYLVANIA)

) : SS

COUNTY OF CAMBRIA)

On this, the 30th day of June, 1999, before me, a Notary Public in and for said County and State, personally appeared MICHAEL P. SUSKA JR of JOHNSTOWN AMERICA CORPORATION who acknowledged himself to be a duly authorized officer of JOHNSTOWN AMERICA CORPORATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Carol A Phillips
Name:

Notary Public

My Commission Expires:

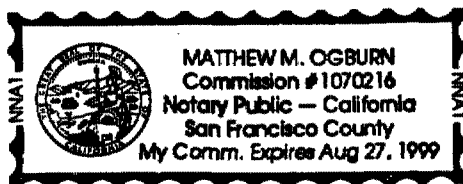
Residing in _____

STATE OF CALIFORNIA)

) : SS

COUNTY OF San Francisco)

On this, the 29th day of June, 1999, before me, a Notary Public in and for said County and State, personally appeared Richard C. Kirchner of HELM FINANCIAL CORPORATION, who acknowledged himself to be a duly authorized officer, of HELM FINANCIAL CORPORATION and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.



Matthew M. Ogburn
Name: Matthew M. Ogburn

Notary Public

My Commission Expires: 8/27/99

Residing in California

SCHEDULE 1
TO TERMINATION OF SECURITY AGREEMENT

125 new Aluminum BethGon Coalporter railcars
manufactured by Johnstown America Corporation
and bearing road marks and numbers (all inclusive):

EDEX 99001 - EDEX 99002

EDEX 99300 - EDEX 99422